



Article 1: About This Bylaw

The Winona Housing Co-operative Inc. provides housing to its members at cost and without the possibility of profit and gives its members control over how their housing is operated. This bylaw is the framework for the governance of the co-op. It states the basic rules for how the co-op is organized.

1.1 Laws that Apply to the Co-op

Government legislation and agencies govern many of Winona's bylaws, specifically:

- Co-operative Corporations Act, R.S.O. 1990, c. C.35 - Ontario.ca
- Financial Securities Regulatory Authority of Ontario
- Accessibility for Ontarians with Disabilities Act, 2005, S.O.
- The Ontario Human Rights Code
- The Personal Information Protection and Electronic Documents Act (PIPEDA)

1.2 Special Meanings

(a) Staff

The word "staff" in co-op bylaws refers to those hired or contracted to perform, duties at the co-op. This applies to co-op employees, people who work under a contract with the co-op, property management or service companies and their staff.



Article 02: Signing on Behalf of the Co-op

2.1 Committing the Co-op

This article governs committing the co-op. This includes ordering anything, writing any cheque, creating any obligation or making any other commitment. It does not matter if this is done through a formal contract or document, orally, by e-mail, or in other ways. These are all called "documents" in this article.

2.2 Board Approval

Board approval must be given before anyone is authorized to commit the co-op to anything or to sign any document. Member approval may also be needed as stated in section 24.1 (Major Commitments). Whoever signs any document must be sure that these approvals have been given.

2.3 Signing

(a) Signing officers

The President and Secretary are the primary signing executives and the Vice-President and Treasurer as secondary signing executive officers.

(b) Types of documents

The Board can authorize one or more officers, directors or staff members to sign specific documents for the co-op.

(c) Cheques

All cheques or other negotiable documents must be signed by two authorized signers. No one is authorized to sign a blank cheque or a cheque to one of the signers or a relative. Before signing, the signers must make sure that the expense has been properly approved.

All Board approvals and decisions mentioned in this article must be made by a formal motion passed by the board and recorded in the minutes of a Board meeting.



Article 3: Calling Members' Meetings

3.1 Fiscal Year

The fiscal year begins October 1st and ends September 30th.

3.2 Annual General Members' Meeting (AGM)

The Board must call an Annual General Members' meeting each year in October which includes a budget presentation and Board elections. The meeting has to take place not more than six months after the end of the co-op's fiscal year. The Board must also call a general membership meeting in June which includes the auditor's budget.

3.3 Notice of Members' Meetings

(a) Length of Notice

Notice of a members' meeting must be given at least ten business days before the date of the meeting.

(b) Who Gets Notice

Notice of a members' meeting must be given to everyone who is a member at the time the notice is sent out.

(c) Contents of Notice

Notice of a members' meeting must state the date, time and place of the meeting. It must include an agenda for the meeting or state the general nature of the business at the meeting.

(d) Financial Statements

A copy of the financial statement and auditor's report has to be given to each member at least ten business days before the members' annual meeting.

(e) Proposed Bylaw or Budget

A proposed bylaw must be included in a notice of a meeting or an agenda sent out with the notice. A copy of the proposed bylaw must be delivered to each member at least five business days before the meeting.



Article 4: Holding Members' Meetings

4.1 Agenda of Members' Meetings

(a) Annual Meeting

The agenda for all members' meetings must include:

- presenting the financial statements,
- presenting the auditor's report on the financial statements, and
- appointing the auditor for the next year.

The agenda usually includes the election of directors and reports from the Board.

(b) All Meetings

The agenda for all meetings must be approved at the meeting. The agenda may only include items referred to in the notice of the meeting. Members only vote on agenda items, although they can discuss other businesses without voting.

(c) Proposed Agenda

The Board must present a proposed agenda for each member's meeting. The proposed agenda should be sent out with the notice of the meeting.

(d) Adding items

Any member can propose an agenda item by sending a written request to the Board.

4.2 Authority of Members' Meetings

A members' meeting may amend any bylaw or budget presented to it.

4.3 A quorum at Members' Meetings

(a) Minimum Number

Twenty-five per cent of the members is the minimum number needed for a quorum. A quorum must be present at the beginning of the meeting and at the time of any vote.

- If there is a secret ballot, a quorum has to be present at the time the ballots are collected, but not when the result is announced.
- When counting quorum, the chair is included if the chair is a member of the co-op.

(b) If No Quorum

A meeting should start at the time stated in the notice of the meeting or as soon after that as a quorum arrives. A meeting has to be called off if the following apply:

- if a quorum has not arrived by fifteen minutes after the time stated in the notice, or



- if a quorum is not present when it is time for a vote.

(c) **Continuing the meeting at a later time**

If a meeting is rescheduled because there is no quorum, the members who are present can vote to continue the meeting between five and fifteen days later. The agenda for the continued meeting will be the same as for the original meeting. There must be at least two days' notice of the continued meeting.

(d) **A quorum at a re-scheduled meeting**

If a full quorum has not arrived fifteen minutes after the time stated in the notice of the meeting, the quorum for that meeting will be twenty-five per cent of the members.

4.4 Attendance by Non-Members

(a) **Non-members**

Non-members, including staff, may attend and speak at members' meetings only if the chair permits them. The members can reverse the chair's decision. Non-members cannot vote or make motions.

(b) **Manager**

The Board should usually arrange for the manager to be present at members' meetings to answer questions.

4.5 Minutes and Record of Attendance

The Board will arrange for the secretary or someone else to keep minutes and a record of all persons who attend members' meetings.



Article 5: Procedure

5.1 Chair

(a) **Chosen by Board**

The Chair for each member's meeting will be chosen by the Board. The Board can choose a director or member or an outside person.

(b) **Outside Chair**

If the Board chooses an outside person who is not a member, the members must approve that person at the meeting.

(c) **If Board Does Not Choose**

If the Board does not choose someone else, the Chair will be the President.

5.2 Rules of Order

The Rules of Order are a part of this bylaw. They are attached as Policy 11. The Chair uses the Rules of Order to run members' meetings and decides on any question about the procedure that is not in the Rules of Order. The members have the right to appeal the Chair's ruling as stated in the Rules of Order.

5.3 Voting

(a) **Right to Vote**

Every member of the co-op has the right to vote at any members' meeting.

(b) **Proxy Voting**

Members can vote only if they are present at the meeting. Proxy voting is not permitted.

(c) **Secret Ballot**

Voting is by show of hands unless there is a secret ballot. There will be a secret ballot in the following cases:

- electing Directors,
- where the Board decides there should be a secret ballot and states this on the agenda for the meeting, and
- where the members at the meeting decided by a simple majority vote to have a secret ballot on a motion.

(d) **Voting By Chair**

The Chair can vote only if the Chair is a member of the co-op and only in the following situations.

- **Secret Ballot:** The Chair can vote on a secret ballot. If it is a tie, the Chair does not get a second vote.



- **Other Votes:** The Chair can vote only to break a tie.

5.4 Majority Required

(a) Simple Majority

A simple majority vote is needed to make any decision at a members' meeting unless a bylaw or the *Co-op Act* has other requirements. A simple majority is more than half the votes cast, without counting abstentions.

(b) Two-Thirds Majority

A two-thirds majority vote is needed to confirm bylaws and bylaw amendments. This means at least two-thirds of the votes are cast, without counting abstentions and without rounding. A two-thirds majority vote is also needed to confirm special resolutions. Special resolutions are required in certain situations stated in the *Co-op Act* and the co-op bylaws.



Article 6: Member Control

6.1 Co-operative Act Requirements

The *Co-op Act* states the basic requirements for member control and the Board of Directors' responsibility. These are:

(a) **Board Responsibility**

The Board supervises the management of the affairs and business of the co-op.

(b) **Member Control**

The members do not manage the affairs of the co-op. They have the final say only in the ways stated in the *Co-op Act*. In addition, the bylaws require member approval for certain actions.

Examples, where member approval is required, are:

- electing Directors
- removing Directors
- approving the housing charges
- approving operating and capital budgets
- appointing the auditor
- approving major commitments
- confirming bylaws and bylaw changes

6.2 Requisitions

If any member feels there is a problem that requires a membership decision, they can submit a requisition. This is sometimes called a petition. Requisitions are not business as usual but are used as a last resort in unusual circumstances where members feel they are not being served by the Board. The *Co-op Act* has detailed rules for requisitions.



Article 7: Board of Directors

7.1 Number of Directors

The Board is made up of five Directors.

7.2 Who Can Be A Director

(a) **Co-operative Corporations Act**

Directors have to be members of the co-op who are at least 18 years or older and have the other qualifications stated in the *Co-op Act*.

(b) **Good Financial Standing**

Members who are in arrears may not be elected or appointed as Directors.

(c) **Members Of The Same Household**

Two or more members who occupy the same unit may not be Directors at the same time.

(d) **Former Directors Who Resigned**

A member who resigns as a Director may not be on the Board until the second annual election after resigning. Until then, the member cannot be elected to the Board or appointed to fill a Board vacancy.

(e) **Ethical Conduct and Confidentiality and Conflict Of Interest Agreements**

Every Director must sign the Directors' Ethical Conduct Agreement and a Confidentiality and Conflict of Interest Agreement. The agreements must be signed before the election meeting or within ten days afterwards. A signed copy of each agreement must be given to the manager. If a Director fails to do this, the position on the Board is automatically vacant.

(f) **Issues about qualifications**

A. **Before The Board Elections**

Any question about whether the member meets the requirements to be a Director must be resolved before the Board elections.

B. **After The Board Elections**

If a question about a Director's qualifications at the time of election comes up later, the Director will continue on the Board until the Board decides it.

7.3 Term Of Office

(a) **Length of term**

Directors serve for terms of two years. A term of two years means a term starting at the end of an annual members' election meeting and ending at the end of the second annual members' election meeting.

(b) **First Meeting of the new Board**

The Board must meet no more than seven days after an annual general members' election meeting or any meeting where more than forty per cent of the Director positions are elected.



The time for the meeting can be postponed only if all Directors sign a consent to postpone it. Until the Board meeting, the co-op signing officers before the election will keep their responsibilities under this Bylaw.

(c) **Staggered Terms**

Directors' terms, if possible, will be staggered so that in one year about half the Directors will be elected for two-year terms and in the next year the other Directors will be elected for two-year terms. If there is a vacancy, the replacement will serve for the remainder of the former Director's term.

(d) **Election for Partial Terms**

Sometimes a single election is for Directors with full terms and partial terms. An example would be when a Director resigns and the Board did not appoint someone. At those elections, the candidates with the largest number of votes will be elected to the full terms. If there is a tie for the last full-term position, the Board will decide. The decision will be recorded in the Board minutes.

7.4 Director Term Limits

(a) **One-Year Gap**

A member who has been a Director for two consecutive terms is not eligible to be a Director until the next annual election after the second term ends. Until then, the member cannot be elected to the Board or appointed to fill a Board vacancy. A partial term counts as a term if it is longer than one year.



Article 8: Board Elections

8.1 Election Committee and Chair

The Election Committee is one of the Advisory Committees to the Board of Directors. Their role is to ensure elections are conducted following the rules and regulations outlined in the *Co-operative Corporations Act*, *Human Rights Act*, *PIPEDA*, and *Winona's Organizational Bylaws*.

The Board appoints a Chair, or an Election Committee, and informs members at the meeting in January. The committee could have only one member, who would be called the Election Officer. The committee members must have no interest in running for election or promoting the interest of any candidate.

The Election Committee is comprised of:

- Chair, or Electoral Officer,
- 2-4 Tabulators to count ballots, and
- 2-3 Scrutineers, if requested by members

Responsibilities of the Committee:

- finding candidates,
- educate and discuss qualifications with candidates,
- posting notices regarding the election and its candidates,
- distributing information about the election to members, including educating members on the duties and responsibilities of the board,
- supplying ballots at the members' meeting,
- ensure the election process is efficient and effective, and
- announce elected Directors at the member's meeting.

The Board and Election Officer, or committee, should try to have more candidates than the number of Directors to be elected.

(a) Nominations

The Election Committee presents a list of candidates to the members' meeting. Nominations are not required for those candidates. Members can nominate other candidates. Members can nominate themselves. Nominations do not have to be seconded.

(b) Counting votes

The Election Committee supervises counting the votes and announces the results. The members' meeting must choose two or more members unrelated to the candidates to count the votes.



(c) Transitional Meeting

A transitional meeting will be held after the election is complete and includes outgoing Directors and a new Board. Executive binders and keys are to be handed over to new executives at this meeting.



Article 9: Role of the Board of Directors

9.1 Duties of the Board of Directors

The Board is responsible for the good governance of the co-op. The Board supervises the management of the co-op. It can use all the powers of the co-op unless the *Co-operative Corporations Act* or the bylaws say that a members' meeting is needed to decide the issue.

Some of the Board's duties are to:

(a) **Members**

- approve or refuse membership applications
- call members' meetings and present an agenda
- report on the activities of the Board and committees
- pay attention to the community's needs
- make sure that education about co-operatives is available

(b) **Finances**

- oversee the financial affairs of the co-op
- present a budget to the members
- make financial decisions for the co-op within the budget and Bylaws
- arrange for long-term financial planning based on the expected future needs of the co-op
- ensure the co-op has a current Building Condition Assessment (BCA), a current Reserve Fund Study (RFS) and an Asset Management Plan (AMP)
- report to the members on the co-op's finances
- Investigate government grants and rebates that may be of benefit to Winona and follow up with submissions.

(c) **Maintenance**

- ensure the co-op's property is well maintained and repairs are done promptly
- ensure the system for responding to member work orders operates efficiently

(d) **Risk Management**

- ensure the co-op has appropriate insurance for the co-op property and co-op liability
- ensure that other kinds of insurance are maintained if prudent and cost-effective, such as directors' and officers' liability insurance and employee and contractor dishonesty insurance or bonding
- evaluate long-term maintenance contracts for co-op equipment on an annual basis
- ensure the co-op has a disaster relief plan
- ensure that all required fire plans are in place and up-to-date
- ensure the co-op's electronic records and data are backed up and protected



(e) Organization

- make sure that co-op bylaws are reviewed regularly
- have a clear outline of the responsibilities of committees and staff
- involve the co-op in the broader cooperative movement and the local community

(f) Staffing

- deal with staffing

9.2 Committees and Staff

The Board can arrange for tasks to be done by committees or staff. The Board has final responsibility and can overrule committees or staff.

9.3 Powers of Individual Directors

The Board of Directors can act only on the decision of the Board as a whole. Individual directors have no authority to act except as stated in a bylaw or as authorized by a decision at a Board meeting.



Article 10: Standards for Directors

10.1 Standard of Care

Standards of care required for a Director are stated in the *Co-op Act* and other laws. A Director must:

- act honestly, in good faith and in the best interests of the co-op rather than in the Director's interest, and
- ensure all Board members have completed the available Board of Director training through CHFT within six months of being elected.

10.2 Performance of Directors' Duties

Each Director must:

- attend all Board and members' meetings unless excused by the Board based on advance notice of absence,
- prepare for all meetings,
- comply with the co-op bylaws and with Board decisions, and
- comply with the Directors' Ethical Conduct Agreement and the Confidentiality and Conflict of Interest Agreement.



Article 11: Director Procedures

11.1 Director Meetings

(a) Regular meetings

The Director will hold regular monthly meetings at a regular time and place.

(b) Special meetings

A special meeting can be called by a decision of the Director, by the President or Vice-President or by a quorum of directors.

- Each Director must be given at least three days written notice.
- The notice must state the general nature of the meeting's business.
- The Board can only make and adopt motions about items that were within the notice or on the agenda.

11.2 A quorum at Board Meetings

A quorum must be present to hold a Board meeting and make decisions or transact any business.

11.3 Virtual Meetings

Any or all Directors can participate in a Board meeting via teleconference or internet communication applications, phone, or other equipment where all the directors can hear each other. A Director participating in those ways is considered to be present at the meeting.

11.4 Board Polls

(a) Effect of Board Poll

If no Director objects, a Board poll can be used to get an advanced opinion from the Directors. A Board poll is not a legal decision. The results have to be reported at the next Board meeting. The Board poll becomes a legal decision if the Board passes a motion to confirm it.

(b) Procedure for Board Poll

A Board poll can be arranged by a decision of the Board, by the President, Vice-President or manager. The poll can be conducted by e-mail, telephone or another way. All Directors will be given the same information and the opportunity to state their position on the issue.

(c) Acting on Board Poll

Before the next regular Board meeting, action can be taken as a result of a Board poll only if the result of the Board poll is confirmed by a special Board meeting, which could be by telephone.

11.5 Chair

The Chair for all Board meetings will be the President, or the Vice-President if the President is absent. The Board can choose someone else other than staff. The Chair can only vote to break a



tie and only if the chair is a co-op member.

11.6 Voting

Each Director has one vote at Board meetings. A simple majority vote is needed to make any decision.

11.7 Procedures

Procedures at Board meetings will be the same as at members' meetings.

11.8 Members at Board Meetings

Members may attend the non-confidential part of Board meetings. Persons who are not Directors may speak with the Board's permission, however, they may not make motions or vote.

11.9 Minutes of Board Meetings

Minutes from all Board meetings will be made available to members as soon as possible after they are approved. A copy of the approved minutes must be available to members in an accessible, prominent place. This does not include confidential minutes.



Article 12: Early Ending of Directors Terms

12.1 Resignation of a Director

(a) Submitting Resignation

A Director may resign by giving written notice to the Board of Directors. The Board will consider the resignation at the next meeting. The resignation will take effect when it is accepted by the Board.

(b) Withdrawing Resignation

A Director may withdraw their resignation before it takes effect but only if the Board passes a motion to consent to the withdrawal.

12.2 Removal Of A Director

(a) Members Can Remove

Notice that a motion to remove a Director before the end of their term must be given to all members at least ten days before a meeting. The motion must be passed by a majority vote. Upon removal of a Director, the membership must be informed in writing within five days. When the members remove a Director, they can elect any qualified person for the rest of the term of the former Director. The Board may do so if the members do not fill the vacancy.

(b) Board Can Remove

The Board can remove a Director if the Board decides that a Director has not carried out the responsibilities of a Director.

(c) Procedure for Board Removal

The Director must be given ten days' written notice to discuss the removal indicating the time and place of the Board of Directors meeting and the grounds for removal. The Director may speak at the meeting and may have a representative with them. The Board votes on the recommendation in the Director's absence.



Article 13: Officers / Executives

13.1 Election of Executives

(a) Electing Executives

The Board elects the following Executives annually, or more often as needed:

- President
- Vice-President
- Secretary
- Treasurer

Executives will be elected at the first meeting after the Board's election. The Board can fill vacancies as necessary. The Board can elect any other Executives and give them any authority and duties.

(b) Qualifications

All Executives must be members of the co-op. An office becomes vacant when the executive is no longer a member. If the President or Vice-President ceases to be a Director, the office automatically becomes vacant.

(c) Only One Office

Directors and other members can only hold one office at a time.

13.2 Resignation of Executives

(a) Different from Resignation as a Director

This section deals with the resignation of an executive. Section 12.1 deals with the resignation of a Director. An executive who is a Director can resign as an executive without resigning as a Director.

(b) How to resign

An executive can resign by giving written notice to the co-op. The notice must be delivered to the President or the co-op office. The resignation will take effect at the time of the next Board meeting, resignation is received or at the time stated in the resignation.

13.3 Removal of Executives

(a) Different from Removal as a Director

This section deals with removing an executive separate from removal as a Director. Section 12.2 deals with removing a Director. When a Director is also an executive, removal as a Director does not automatically include removal as an executive except in the case of the President or vice President.

(b) How to Remove an Officer

The Board can remove any executive at any time and for any reason. At least three days' written notice of a motion to remove an executive must be given to all Directors and the executive, if not a Director. The executive can appear and speak at the meeting. The Board



decides and votes without the executive present. If the executive is removed, the Board can immediately fill the vacancy.



Article 14: Executives' Duties

14.1 The President

The President:

- Gives leadership to the co-op
- Represents the co-op to the outside world unless the Board has appointed someone else for a specific event or purpose
- Chairs meetings of the Board unless the Board chooses someone else
- Follows the decisions approved at the Board and members' meetings
- Acts as the co-op's representative in ongoing dealings with staff unless this duty is given to another officer
- Co-ordinates the work of the Board, committees, members and staff
- Reports about Board activities at every members' meeting.
- Is the primary signature on all legal documents.

14.2 The Vice-President

The Vice-President performs the president's duties in the absence of the president.

14.3 The Secretary

The Secretary:

1. Ensures Board compliance with *Co-operative Corporations Act*, *Human Rights Act*, *PIPEDA*, and Winona's Bylaws.
2. Acts as a secondary signature for all legal documents
3. Gives all required notices of the Board and members' meetings
4. Provides all necessary documents for the Board and members' meetings
5. Ensures co-op minutes and minute books are properly kept and meet appropriate standards, including
 - minutes of Board and members' meetings which include all motions and the results of the motions
 - all reports, resolutions and bylaws submitted at a meeting
 - minutes of Board and members' meetings are signed by two signing Executives and inserted in the minute book
 - minutes of all Board and members' meetings are distributed before the next meeting
 - ensure all necessary corporate filings with the government are made
 - arrange distribution of all new bylaws to the members as soon as they are confirmed



14.4 The Treasurer

(a) Treasurer's Duties

The Treasurer will:

- Act as the co-op's representative in dealing with the auditor beyond what is normally done by staff
- Work with staff and the auditor in implementing and monitoring internal financial controls
- Sign cheques on behalf of the co-op along with one other signing officer
- Each month, review the reconciliation of the co-op's bank accounts performed by staff, sign the reconciliation statement to show the review has been performed and report any problems to the Board
- Work with staff and finance committee in preparing the annual and capital budgets and presenting them to the Board
- Receive a copy of the management report from the auditor and assist in implementing its recommendations
- The Treasurer must understand and review the co-op's finances and report on them to the Board, members and the finance committee. Staff is responsible for the day-to-day financial management of the co-op. The treasurer will advise the Board of any concerns concerning finances.



Article 15: Membership in Federations

15.1 Membership in Federations

The co-op must be a member of the Co-operative Housing Federation of Canada (CHF), any local co-op housing federation (CHFT) and other co-operative federations and bodies which support and promote co-operative housing.

15.2 Board Appointments

The Board will appoint delegates to CHF and CHFT the Co-operative Housing Federation of Canada, the local co-op housing federation and other bodies as necessary and define their duties and authority. They must be members of the co-op but do not have to be directors or officers. Article 13 (Executives Officers) will apply to them in the same way as to executive officers. The same member can be delegated to more than one body.

15.3 Federation Delegates

Each federation delegate:

- represents the co-op at meetings of the federation,
- informs the Board and the members of what the federation is doing,
- informs the federation of the views and concerns of the co-op, and
- votes at federation meetings.

The delegate should get direction from the Board on important issues.

15.4 Expenses

The co-op will pay the reasonable expenses of delegates and other members appointed to attend federation activities.



Article 16: Staffing

16.1 Staffing the Co-op

The Board is responsible for staffing the co-op. This includes:

- arranging contracts with property management or service companies or others or hiring employees,
- negotiating management fees, salaries and employment terms, as applicable, and conducting terminations,
- sure there is an adequate contract for all staffing services including a description of duties, responsibilities and authority,
- recommend amounts for staffing in the budget presented to the members, and
- make sure staff are educated about housing co-operatives and that they attend any courses of benefit to Winona.

16.2 Managing Staff

a) Board Responsibility

The Board is the final authority for the co-op concerning staff. This includes:

- dealing with property management or service companies,
- supervising the manager,
- reviewing the performance of property management companies and employed staff on an annual basis,
- considering increases in fees or salaries,
- dealing with complaints and problems relating to property management companies and employed staff, and
- terminating staffing contracts when needed.

b) Manager

The Board can give limited authority to the co-op manager to deal with some of its responsibilities concerning other staff.

16.3 Confidentiality and Conflict of Interest Agreement

The Board must make sure that all contracts for staffing include an agreement that the staff will follow the confidentiality and conflict of interest requirements of this bylaw.

a) Confidential Staff Information

The co-op will respect the right of staff to privacy in their relations with the co-op and personal information. Confidential staff information includes staff salaries, fees for staff, employment contracts, management contracts, records of reviews and complaints, personal information and personal health information.

b) Access to Confidential Staff Information

The Board can have access to confidential staff information as necessary. Individual



Directors can have access only as authorized by the Board.

c) Review by New Directors

Directors must have all significant information about the co-op's contracts and obligations to do their job. Within thirty days after they are elected or appointed, each new Director should review all the co-op's employment contracts, management contracts, staff salaries, benefit payments, fees and related materials.

d) Detailed Review by New Officers

The executive officers who are mainly responsible for staff, need to have more detailed knowledge of staff information. Within thirty days after they are elected, all executives the president, the treasurer and any other officer designated by the Board must review the complete co-op file for the last year, on all staff. If any active complaints or other issues are outstanding when they are elected, the retiring executive officers will give them all relevant information.

e) Backup Copies

The Board must ensure that complete copies of all staffing contracts and important documents relating to staffing are sent to the co-op's lawyer or auditor.



Article 17: Committees

17.1 Creating Committees

A committee can be created by the Board or by a members' meeting. The Board decides on the membership and duties of all committees. The Board decides when the work of the committee is finished or when a committee is ended.

17.2 Committee Membership

The Board can appoint members to a committee. Committees can also appoint members unless the Board states that they can't. The Board can remove members from a committee whether the committee was created by the Board or by a members' meeting.

17.3 Confidentiality and Conflict of Interest Agreement

All committee members must sign a Confidentiality and Conflict of Interest Agreement within ten days after they become members. A signed copy must be given to the manager. People who fail to do this are automatically removed from the committee.

17.4 Role of Advisory Committees:

The advisory committees are Bylaw, Election, Finance, Maintenance and Membership committees. Their function is to assist the Board in performing its management and operational duties. These committees may be required to meet with the Board more frequently to advise and update.

17.5 Role of Committees

Committees should report to the Board on a semi-annual basis at least quarterly. Committees must have Board authorization and must have authority from a motion passed by the Board before they:

- spend any money,
- authorize any expense,
- enter into any contract or
- commit the co-op to anything.



Article 18: No Payment of Executives or Directors

18.1 No Payment for Being a Director or Executive

Directors and executives must serve without payment of any kind for being a Director or officers.

18.2 No Other Payment to Directors or Executive

Except as stated in this article, Directors and executives and their relatives cannot receive any pay, remuneration or compensation from the co-op.

18.3 Authorized Expenses

Directors and executives may be reimbursed for reasonable travel or other expenses while doing business for the co-op. The Board of Directors must authorize these expenses. These expenses must meet guidelines and limits set by the Board. The co-op cannot compensate Directors or executives for income that was lost performing co-op activities.

18.4 Contracts with Co-op

Except as specifically permitted in this Bylaw, Directors and executives and their relatives cannot enter into any contracts with the co-op other than contracts that are generally available to other members, such as occupancy or performance agreements.

18.5 On-call

Directors and executives and their relatives can be on-call committee members if the total on-call honorarium payment for the Director or officer and all relatives is no more than \$100 per month.

18.6 One-Year Gap

One year must pass after someone is a Director or executive before that person or any of their relatives can be a paid employee or contractor of the co-op.

Management or Service Company Employee

a) Can't be a Director or executive

A member cannot be a Director or executive officer if the member or a relative is employed by a company that provides services to the co-op. This also applies if the member or a relative is related to the business.

**b) Contractual Agreements**

The co-op may make a contract with a property management or service company or business even though one of its employees, or a relative, was a Director or officer of the co-op within the prior year if all of the following are true:

- The company was selected after a fair competitive process,
- The Director or officer resigns from the Board or the office before the contract starts, and
- The company does not employ the Director or officer or their relatives at the co-op for one year after the contract starts.



Article 19: Conflict of Interest

19.1 Purpose of this Article

The purpose of this article is to avoid conflicts of interest and to have an effective method to resolve them.

19.2 What Is A Conflict Of Interest?

Conflict of interest arises when a Board member, co-op member or staff member makes a decision that benefits that person to the detriment of the co-op.

(a) Taking Part in a Decision

People who take part in a decision on behalf of the co-op include:

- Directors voting on a motion,
- committee members making a decision or recommendation, and
- staff making a decision or advising the board about a decision.

(b) Benefits of a Decision

Benefits of a decision include:

- direct or indirect benefits,
- actual or potential benefits,
- benefits to relatives and friends,
- business associates, and
- non-financial benefits.

19.3 Conflict Situations

(a) Manageable Situations

Manageable situations are part of the ordinary operation of the co-op. They could become conflicts of interest if the person getting the benefit takes part in the decision.

Examples:

- A Director puts in a work order for major renovations to their unit.
- A friend of a Director is given the Notice to Appear.
- An employee requests a pay raise.



(b) Prohibited Situations

Prohibited situations are things that do not happen in the ordinary operation of co-ops. They are often illegal.

Examples:

- A Director benefits from a reduced price on carpeting from the same company that is contracting for carpeting for the co-op.
- A property management company, or an employee, receives an incentive or commission in connection with a contract signed by the co-op.
- A Director is a partner or shareholder in a company that is bidding on the co-op's snow shovelling contract.

19.4 Rules for Directors

(a) Declaring

If a Director has a conflict of interest or is involved in a situation that could become a conflict of interest, the Director must declare it in writing. If the Director learns about a potential conflict at a board meeting, the Director must declare it at the meeting.

(b) If In Doubt, Declare.

If a Director is not sure whether something would be a conflict of interest, the Director must report it to the board in the same way as stated in the previous paragraph. If other Directors or members think a Director could have a conflict or is involved in a situation that could become a conflict of interest, they should also report it to the board.

(c) Deciding

The board decides if there is a conflict of interest and how to resolve it. The individual who may have a conflict cannot participate in the process or be present while the decision is being made. The conflict declaration and the board decision must be recorded in the minutes of the meeting. This could be in the confidential minutes if appropriate.

(d) If There Is A Manageable Situation

If there is a manageable situation, the person with the potential conflict:

- cannot be present, vote or participate in any decision-making relating to the conflict,
- cannot see any of the documents or materials relating to the conflict, either before or after the decision is made.



(e) **In a prohibited situation:**

A. **Resignation**

The individual involved resigned as a Director

B. **Removal**

The Director must be given written notice of the board meeting to discuss removal including the time and place of the meeting and the grounds for removal. The Director can appear and speak at the meeting. The board decides and votes on the removal without the Director present. Removal is effective as soon as the board passes the motion.

(f) **Government requirements**

Individual Directors and the board as a whole must also follow government and funder reporting and procedural requirements about conflict of interest.

19.5 Rules for Committee Members

(a) **Declaring**

Committee members must declare conflicts of interest in the same way as Directors declare them to the board. In addition, a copy of all conflict declarations should be given to the board, including those made during a committee meeting.

(b) **Dealing With Committee Conflicts**

A committee has to deal with a conflict of interest in the same way as the board. In addition, the board can decide on a committee conflict. The committee has to follow the board's decision.

19.6 Rules for Staff

(a) **Declaration by the Property Management Company**

The property management company must declare conflicts of interest and any situation that could become a conflict of interest by giving a written report to the board. This has to be presented to the board at the next meeting. This could be a conflict of interest or situation involving the property manager's staff at the co-op or involving the company or its owners or personnel who do not work at the co-op. The written report should state proposed steps to deal with the situation.

(b) **Service Companies or Others Who Are Not Employees**

Service companies and others who are not employees follow the same requirements as property management companies.

(c) **Declaration by Manager or Other Staff**

If the manager or other staff are employees of the co-op, the manager must give a written report stating any conflicts of interest to the board as soon as possible.



(d) **Board Action**

The board will decide if there is a conflict of interest and what steps to take.

19.7 Members' Conflict of Interest

At members' meetings, all members can discuss and vote as they wish, even if they have a conflict of interest. Members are encouraged to declare the conflict of interest before taking part in the discussion. Members should try to act in the best interests of the co-op as a whole.



Article 20: Confidential Information

20.1 Co-op Confidentiality Policy

The co-op has information about co-op members. The co-op's policy is to protect that information and only use or disclose it as necessary or appropriate. The rules in this part of the Bylaw are to outline co-op systems to do this. They apply in addition to all legal and government requirements such as the *Personal Information Protection and Electronic Documents Act* (PIPEDA).

20.2 Kinds of Information

(a) Confidential information

Confidential information is:

- personal information,
- co-op information, and
- confidential staff information

(b) Personal information

Personal information is information about an individual. The information can be recorded on paper, electronically or in other ways. It also includes information that has not been recorded in writing. Personal information may be known to other people and not confidential. That does not affect the co-op's duty to treat it under the personal information rules in this Bylaw.

(c) Confidential co-op information

Confidential information about the co-op or co-op or its business must be kept confidential at all times.

(d) Confidential staff information

Confidential staff information is confidential information about co-op staff. It includes property management fees, staff salary and benefits except as presented in a general way in the co-op budget. It also includes property management and individual staff contracts.

20.3 Basic Rules

The following basic rules govern how the co-op deals with personal information. They are subject to all government and legal requirements and other parts of this bylaw.

(a) Personal information

- The co-op will only collect personal information that is needed for its operations.
- Personal information will only be kept as long as it is legally needed or still relevant.
- Members and staff have a right to see personal information about themselves and to correct any errors. This information must be reviewed in the office.

(b) All confidential information

- Confidential information will only be shown to people on a need-to-know basis or as permitted or required by government and legal requirements or the co-op bylaws.
- Confidential information will be used and stored in a way that protects confidentiality.



20.4 Limiting Collection

The co-op will only collect personal information that is necessary to perform its functions under the bylaws and government requirements. This may include:

- credit, reference and other information for new applicants, members applying for an internal move and applicants for long-term guest status
- reference and other information about applicants for work at the co-op
- household income and household composition information for households who apply for or receive subsidies and any other information needed under government rules
- know who is living in a unit and enforce the co-op bylaws
- information about the condition of a member's unit
- information about payment of housing charges
- information about a possible breach of co-op bylaws
- information about performance by co-op staff

20.5 Limiting Disclosure

(a) The Board of Directors decides on confidentiality

The Board of Directors will decide whether any information is confidential and whether confidential information should be disclosed. The occupancy bylaw states when information can be disclosed in certain situations. Other co-op bylaws can also deal with confidential information.

All co-op members and staff must follow the requirements of this bylaw and the occupancy bylaw about disclosing confidential information. It does not matter how anyone got the confidential information. It could be by serving on the Board or a committee, by a statement at a members' meeting or even by accident. The requirements of this bylaw continue to apply even after someone no longer has the position under which they got the information or even after they are no longer members or co-op staff.

(b) Breaking obligations

Unauthorized disclosure of confidential information is serious and could be grounds for eviction under the occupancy bylaw, removal from the Board of Directors, termination of employment without notice or other legal actions. In deciding what to do about any unauthorized disclosure, the Board will consider factors like the sensitivity of the confidential information, how often it was disclosed and who received it.

20.6 Access to Personal Files and Accounts

(a) Right to see a file

Members have the right to see their files and financial accounts during co-op office hours. Members may have to make an appointment.



(b) Notes and copies

Members who examine their files may take notes. They can make photocopies of materials in the file. They must pay any photocopying charge normally charged by the co-op for personal photocopies. Staff may decide to make photocopies for them.

(c) Exclusions

Letters to and from the co-op's lawyers about a member, complaints or investigations relating to a member, confidential Board minutes related to a member and similar items are not part of a member's file. These may be kept in a separate legal file. The same applies to electronic information. If there is any issue about whether a member can see these items, the co-op will get legal advice.

(d) Written statements by members

Members may put written statements in their files.

(e) Errors

If a member believes that there is a factual or other error in their file or accounts, staff should try to correct the problem. If the member is still not satisfied, the member can make a complaint under Article 23 (Confidential Information Complaints).

20.7 Staff Access to Personnel Files

Co-op staff will have the right to see their personnel files as stated in their contracts with the co-op. Access that is not dealt with in a staff contract will be decided by the Board.



Article 21: Confidentiality Situations

21.1 Confidentiality of Minutes

(a) **Record of Attendance**

The record of attendance at members' meetings must not be part of the minutes. It must be kept separately in a separate confidential minute book. The record of attendance at Board and committee meetings should be part of the minutes.

(b) **Motions**

Minutes should record all motions passed or rejected. They can also include names of movers and seconders and information on the discussions. They do not have to. This applies to members' meetings and Board and committee meetings. At the request of any director, minutes of Board meetings should state whether that director voted for or against an item.

(c) **Confidential Board Minutes**

When the Board discusses matters involving confidential information or members' personal information, the minutes of those discussions must be kept in a separate confidential minute book. This includes any reports or documents and any motions or decisions. Only directors and staff can see the confidential minutes. Directors cannot see confidential minutes where they would have a conflict of interest.

(d) **Right Of Membership To Information**

The Board must decide which items go in the confidential minutes. They should remember that the members have the right to be kept fully informed about the co-op's business. The Board must have a good reason for keeping information confidential.

(e) **Committee Business**

Committees have to follow the same rules as the Board. If there is any doubt, the committee should report to the Board and the Board will decide.

21.2 No Taping of Meetings

(A) **Recording Of Co-Op Meetings**

People present at a co-op meeting can take notes but are not allowed to record the meeting, whether by tape or any other device. This includes members' meetings, Board meetings and committee meetings. It includes the participants in the meeting, such as directors or committee members, and also members and guests. It applies whether the people are present in person or by conference phone or other equipment.

(b) **Board Authorization**

The Board can authorize taping or recording of meetings to help in minute-taking or for other reasons. Only the Board can give the authorization, whether it is for a Board, members' or committee meeting. The motion to authorize taping or recording must be recorded in the



minutes of a Board meeting.

21.3 Electronic Entry and Security Systems

(a) Electronic Records

Winona co-op has security cameras, key fobs or other systems that automatically create records. These are called electronic records in this section. They are considered confidential information under this bylaw.

(b) Approval At A Members' Meeting

The installation of any new electronic records system, or any major change in an existing system, requires approval at a members' meeting. The Board can approve other changes, such as the relocation of a security camera.

(c) Location Of Security Camera Screens

Live monitors, and computer or television screens that show images from security cameras will be placed so that only authorized staff can see them. A motion at a members' meeting can decide otherwise. This does not apply if the co-op has arranged for direct viewing on a cable or similar channel.

(d) Checking Electronic Records

Electronic records will be checked as necessary by authorized staff. No one else may see them except as stated in this section.

(e) Discarding Electronic Records

The Board will decide on a normal time frame for discarding or recycling each kind of electronic record unless one of the following applies:

- The manager is aware of an incident or situation where the records may shed light on the problem in the future.
- Someone has submitted an incident report or complaint where the manager believes the records could be relevant.
- The manager feels the records could be relevant in a legal proceeding.
- The manager has received an indication that the records should be kept as evidence.

21.4 Incidents

(a) Use Of Records

When the manager is reporting to the Board on any incident, complaint or situation, the manager should report to the Board on what is shown by relevant paper, electronic and other records. The manager may show the record itself. Records will be made available to the police under a warrant and may be made available without a warrant when the manager thinks it is appropriate.



(b) Disputes Between Members

Paper, electronic and other records may be requested by someone who is having a dispute with someone else. The following applies:

- The records will be kept if the manager is given notice that they may be needed.
- If the records show information about someone not related to the matter, they will not be shown without that person's written consent.
- If both sides consent in writing, records may be reviewed by those involved or their lawyers or representatives.
- A member can submit a written request to the Board to see the records. If the Board decides to permit this, the records will be available to people on both sides of the dispute.
- Regardless of the above, the records will be delivered in response to any subpoena or court order.

(c) Legal Action

Paper, electronic and other records may be shown or sent to the co-op's lawyers or anyone investigating or dealing with an incident or complaint on behalf of the co-op. Paper, electronic and other records may be used in connection with any eviction or procedure in a court or at the Landlord and Tenant Board.



Article 22: Ensuring Privacy

22.1 Privacy Officer

The President will be the co-op's Privacy Officer unless the Board chooses someone else. The name, business address and business telephone number of the Privacy Officer will be made available upon request.

22.2 Duties of the Privacy Officer

The Privacy Officer will work with the manager to review the co-op's confidential information procedures and consult with the manager on specific situations, concerns and issues raised by the manager. The Privacy Officer will be accountable for the co-op's compliance with confidentiality requirements. The Privacy Officer may report to the Board on any specific situation and any recommendations for improvements in the co-op's confidential information practices and procedures.

22.3 Limits on Privacy Officer

The Privacy Officer will not have the authority to give directions or orders to staff, Board or committees or to incur any expense. The Privacy Officer can point out the problem and the person responsible should correct it. If they do not do so, or if there is any disagreement, the Privacy Officer can report the situation to the Board. The Board's decision will be final.



Article 23: Confidential Information - Complaints

23.1 Making Complaints

Any member, staff member or another person can make a complaint to the Privacy Officer about confidential information. Complaints should be in writing, signed and dated by the person making the complaint. No special form is needed. The Privacy Officer should assist in putting the complaint in writing, if necessary.

23.2 Informal Action

Depending on the nature of the complaint, the Privacy Officer may try to resolve the situation informally, such as by consulting with the member and staff and assisting them to agree on the issue.

23.3 Referral to Board

If a complaint is not resolved informally, the Privacy Officer will refer the complaint to the Board of Directors. The Privacy Officer will always refer a complaint to the Board if they feel an investigation could harm anyone's rights, if staff is involved, or if legal advice is needed.

23.4 Investigating Complaints

The Board will decide whether an investigation of the complaint is needed. An investigation could be done by the Privacy Officer or someone else. The Board will determine the procedure. The Board can decide to get legal advice.

23.5 Board Report

After completing the investigation, the investigator will give a written report to the Board. The report must summarize the position of the parties to the complaint, the investigation process and the investigator's conclusions and recommendations. It should include a copy of the complaint, any written response and any relevant documents.

23.6 Board Action

The Board will decide what steps to take as a result of the report.

23.7 Confidentiality of Complaint Process

The complaint, all materials related to the investigation and the report will be considered confidential information. If the complaint is about someone, that person will be shown the complaint or a summary and allowed to comment. The Board may decide to permit the person who complained to see the report to give comments. The Board does not have to do this. The



Board will decide whether the report, or any materials relating to the complaint, should be inserted in the file of the party who complained, or the party complained or neither.



Article 24: Financial – Investments - Spending

24.1 Fiscal Year

The fiscal year of the Co-op shall commence on the first day of October and end on the thirtieth day of September in each year.

24.2 Bonding of Employees and Officers

Every officer or employee of the Co-op who has charge of or handles money or securities belonging to the Co-op, every signing officer, and every other officer or employee prescribed by the Board, shall be bonded with a surety company selected by the Board, for such an amount in such form as the Board may from time to time determine, but in no case for an amount less than \$2,500.

24.3 Auditor

The members at each annual meeting shall appoint an Auditor, who is a chartered accountant or a chartered accountant firm familiar with accounting for cooperative housing corporations. The Auditor will hold office until a successor is appointed. The remuneration of the Auditor shall be fixed by the Board. The Auditor shall be entitled to notice of any meeting at which it is proposed to appoint some other person as Auditor. The Auditor shall at all reasonable times have access to the books, accounts and vouchers of the Co-op, and the Director, officers and employees of the Co-op shall provide such information and explanations as may be necessary for the performance of Auditor's duties.

24.4 Auditor's Report

The Auditor shall make a report to the members on the financial statement of the Co-op to be laid before the Co-op at each annual meeting during Auditor's term of office. The report shall state whether the financial position of the Co-op and the result of its operations for the period under review are following generally accepted procedures.

24.5 Signing Authority

(a) The Board shall appoint seven signing officers, two of whom shall be the President and the Treasurer and the remainder of whom shall be Directors. All cheques and other negotiable documents shall be signed by two signing officers of whom at least one shall be the President, Vice President or Treasurer.

(b) All other formal documents or writings requiring the signature of the Co-op shall be signed by any two Directors of whom at least one shall be the President or Corporate Secretary, who may affix the corporate seal, of the Co-op any document requiring it.

(c) The Board shall have power from time to time, by resolution, to appoint any officer, Director, to sign contracts, documents and instruments in writing on behalf of the Co-op, instead of or in addition to those provided in subsection (b) and may provide that such person or persons may affix the corporate seal if required.

(d) All persons signing any' document referred to in subsections (b) and (c) shall satisfy themselves that the document is following the general intent of the resolution or other authority authorizing the execution of such a document and shall have the power to approve minor changes not affecting the substance thereof.



(e) Documents, contracts or instruments may only be signed, and commitments made involving the expenditure of funds, following the Spending Policy of the Co-op and with this section. Where the amount involved is greater than \$5,000 or when any substantial commitment of a non-monetary nature is involved, the authority of a resolution of the members is required. If any monetary commitment has specifically been approved by the members as an item in the budget of the Co-op, then no further approval shall be required from them.

(f) Notwithstanding the foregoing, in cases of emergency where the danger to life or health is involved, the Board may authorize or commit to an expenditure of more than \$5,000 without the prior approval of the members. In such cases, the Board must inform the members of the expenditure and its implications at the next general meeting, or where it feels it appropriate, call a special meeting to consider the matter.

24.6 Borrowing Powers

The Directors shall have only the specific borrowing powers which follow:

(a) Except as provided in subsection (b), the Directors may borrow money on the credit of the Co-op, or issue, sell or pledge any of the assets of the Co-op. In taking any of the actions referred to in this paragraph, the Board shall have regard for any contractual obligations of the Co-op to Canada Mortgage and Housing Corporation or others.

(b) The total of all such indebtedness shall not at any time exceed \$2,500 unless specifically authorized by a resolution of the members.

24.7 Investment of Surplus Funds

The Board may invest the surplus funds of the Co-op in interest-bearing bank deposits, government bonds, or other interest-bearing securities with a chartered bank, trust company, credit union or Province of Ontario Savings Office. The Board shall not invest any funds of the Co-op in any other security or any security having a maturity date of one year or longer from the time of the investment without the authority of a resolution of the members.

24.8 Dissolution of the Co-op

On dissolution of the Co-op, after payment of all its debts and liabilities, the remaining property of the Co-op shall be distributed or disposed of to or for a charitable organization or organization whose activities are carried on solely within Mayada.

24.9 Major Commitments

The following actions are called "Major Commitments" in this Bylaw. They may be taken by the Board of Directors on behalf of the co-op, but only if they have been authorized by the members under this Article or are within the exceptions in (b):

- borrowing money
- mortgaging co-op property or giving any kind of security for a loan or payment of a debt through a charge, mortgage, pledge or other security interest in real or personal property of the co-op
- issuing, selling or pledging securities of the co-op
- investing co-op money as stated in section 24.3(e) (Investment of Coop Money-Alternatives)



- acquiring real estate by purchase, lease or in other ways
- selling, transferring, leasing or disposing of real estate
- entering into agreements that will involve charges to the members for items that were not included in the most recent approved budget
- entering into non-residential leases for space that was not leased before
- entering into agreements with government bodies that may require changes in the co-op Bylaws
- entering into any agreements or commitments with a term of more than ten years or where the other party may renew the term, so the total is more than ten years

Despite the previous paragraph, the following actions are not considered Major Commitments and the Board may take them without member approval:

- borrowing money without security as long as the total unsecured borrowing of the co-op will be less than \$25,000
- renewing or refinancing an existing loan without increasing the principal, including a loan secured by a mortgage or in other ways
- ° entering into any agreements or commitments that may only continue for ten years or less (including renewals)
- renewing or extending non-residential leases or signing new non-residential leases of the same space.
-

26.7 Capital Expenses

The Board must adopt a capital budget and work plan if it is planning capital expenditures and present it to a meeting of the members for approval.

The capital budget and work plan must show:

- the list of capital items to be replaced or repaired,
- the estimated cost,
- the proposed source of funds,
- the estimated timeline, and
- the impact of the proposed expenses on the Co-op's current and future operating and capital budgets.

Members' approval of the capital budget will authorize the Board to spend the Co-op's funds for capital expenditures for the purposes and from the source specified, to a maximum of the total expenditures in the budget.

The Board must directly approve all contracts and contract renewals, as well as other documents that commit the Co-op to spend significant amounts of capital funds as set out in Article 6; copies of signed contracts must be delivered to the Board within 24 hours. The Board can delegate authority to the staff to spend lesser amounts. When the Board delegates authority, it must set limits on the



amounts staff may spend and give any specific directions relating to the expenses that it considers appropriate.

No person may initiate or approve any capital expense or purchase that substantially benefits that person or where that person has any conflict of interest.

26.8 Emergency Expenses

Emergency expenses are those expenses the co-op must make immediately because a delay will

- risk property damage, or
- endanger the safety of persons or property, or
- disrupt essential services to members (for example, light and power, heat, hot water, refrigeration, and cooking).

The Board can authorize any unbudgeted emergency expenses on the co-op's behalf without further authority from the members. The Board may delegate authority for emergency expenditures to Co-op staff or any other persons.

All unbudgeted emergency expenses must be reported to the Board. Significant unbudgeted emergency expenses must be reported by the Board to the members. There will be no automatic renewal of any contract or agreement.

26.9 Expenses of \$35,000 or more

The Board or another person authorized by the Board will use a formal tendering process to get written quotes based on a detailed written scope of work for contracts of \$35,000 or more.

Contracts for projects costing \$35,000 or more must contain a clause allowing the Co-op to terminate the contract or agreement without penalty where there has been a breach of the conflict of interest provisions in the Co-op's bylaws.

There will be no automatic renewal of any contract or agreement. The Board or other person authorized by the Board involved in the formal tendering process must sign a confidentiality agreement that applies to all information about the Co-op and all information received from the bidders. They can sign the attached Form 1, Confidentiality Agreement.

When choosing a quote or bid, the Board or another person authorized by the Board must consider

- whether the quote or bid meets the requirements set out in the detailed scope of work
- the quality of goods and services to be provided
- the experience of the service provider or contractor
- the timing of the work
- the extent to which the product or service is "environmentally friendly", and
- the cost of the work.

The Board or other person authorized by the Board does not have to choose the lowest quote or bid. They may choose another for reasons such as quality, experience and timing. If they do not choose the lowest bid, they must document the reasons for their choice in the minutes of the Board meeting.

26.10 Types of Investments That Are Allowed



Capital Reserve Funds

The Board of Directors may only invest capital reserve funds in securities of mutual or investment funds managed or offered by a credit union or bank.

- (a) securities of mutual or investment funds managed or offered by the SHSC Financial
- (b) other investments required or permitted by the Housing Services Corporation.

Other Investments

Other funds, which include member deposits and retained earnings may only be invested in:

- a) bank or credit union deposits (i.e. Escrow Accounts)
- b) government bonds, treasury bills or other securities backed by a level of government in Canada or by a crown corporation or agency
- c) securities of mutual or investment funds managed or offered by a credit union or bank.

26.11 Capital Planning

Winona's Board of Directors will have a capital plan prepared and updated from time to time to help guide its decisions about when cash from its capital reserve funds will be needed for capital replacements and repairs.

26.12 Investment Allocation

The Board will decide how to allocate the capital reserve and other funds among the investment alternatives based on

- (a) the co-op's requirements for cash over the short and long term,
- (b) the need to diversify investments to balance investment risk against the rate of return
- (c) the advice of SHSC (Social Housing Services Corporation) Financial Inc. portfolio adviser and any external investment manager hired by the Co-op.